

BOARD OF TRUSTEES
The MetroHealth System

Date: October 31, 2019 and November 1, 2019

Time: 8:30 a.m.

Place: Cleveland Marriott Downtown at Key Tower

Present: Ms. Anderson, Ms. Dee, Mr. Hairston, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moreno, Mr. Moss, Dr. Silvers, Ms. Whiting

Staff: Dr. Boutros, Mr. Phillips, Ms. Wahl

Invited: Mr. Todd Sagin, Sagin Healthcare Consulting, LLC
Ian Morrison
Rob Rogers, Findley

MINUTES OF MEETING

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

This Special Meeting of the Board of Trustees was held pursuant to Notice given in accordance with the Bylaws by the Chair and was called to order by Board Chair Ms. Whiting at 8:30 a.m. for the purpose of discussing matters relating to the System's governance and strategic planning.

The Board Chair opened the meeting by welcoming the attendees and thanking them for committing their time to our Retreat and Special Board Meeting.

- The Chair noted that much has gone on since our last Retreat (July 2018). Earlier this year we undertook a review of the Board's functions and ultimately created a Governance Committee to be responsible for the functioning and efficiency of the Board. We have continued to discuss how to make the Board more effective and efficient including possible changes to our Committees.
- She also stated that with the recent appointment of a new Trustee, she was happy to say that we now have a full complement of 10 Trustees.
- Today's part of the Special Meeting and Retreat will be devoted to Governance functions and education. We will start with Mike Phillips giving us a Legal Update on Board Best Practices and Duties. After that presentation we will go into executive session.
- **Tomorrow** we will start the Retreat with our guest speaker, Ian Morrison, and his presentation on the Future of Health Care and The Unfolding Present. After his presentation the Special Meeting will be reconvened.
- The Chair advised that the Board would not be taking any formal actions or decisions at this meeting. Certain matters discussed today will be presented at the November meeting for our consideration.

Mr. Phillips stated that he was going to provide the Board with a legal update on Board Best Practices and Duties and Responsibilities. He began by noting that he would address meaningful governance developments focusing on the nonprofit healthcare industry. He indicated that in the last several years the pace and materiality of governance development had remained high, which was challenging for boards particularly at a time of rapid change and disruption in healthcare. He also noted that governance

scandals and abuses outside of the healthcare industry also could impact healthcare boards and public boards in terms of changing standards of care and expectations for boards.

Mr. Phillips noted that he would focus on 10 themes and identified those for the Board.

- Business “Disruption” and Uncertainty
- Regulatory/Legal
- Culture
- Privacy
- Cybersecurity
- Organizational Purpose
- Conflicts of Interest
- Oversight
- Quality

He then discussed fiduciary duties for public trustees and executive officers and reviewed applicable Ohio law, including standards of care, and recent changes in the System’s Bylaws addressing these issues. He also reviewed other related duties and responsibilities focusing on decision making and oversight.

Mr. Phillips and the Board then engaged in a discussion of best practices around these developments and also various questions related to board practices. Mr. Phillips concluded by noting that later in the day the Board would engage in a discussion with Dr. Sagin and the Chair focusing on oversight obligations and the assessment and development of specific practices and recommendations.

At this time a motion was made and unanimously passed by roll call vote to go into Executive Session to discuss trade secret and personnel matters for its discussion in accordance with the Ohio Open Meetings law.

Following the Executive Session, the meeting reconvened in open session. At that time the Chair noted that the meeting would be adjourned until tomorrow morning following the Retreat speaker’s presentation and the meeting adjourned at approximately 5:15 p.m.

The Chair called the Special Meeting back in session at approximately 9:45 a.m. following Mr. Morrison’s presentation.

At this time a motion was made and unanimously passed by roll call vote to go into Executive Session to discuss trade secret and personnel matters for its discussion in accordance with the Ohio Open Meetings law.

Following the Executive Session, the meeting reconvened in open session. The Chair noted that the Board would have its regular meeting on November 20, 2019 and at that time would be formally considering certain matters discussed at this meeting. The meeting adjourned at approximately 2:30 p.m.

NEXT MEETING: November 20, 2019 (Wednesday) - 8 a.m.

The MetroHealth System

Respectfully submitted,

Vanessa Whiting, Chairperson